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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF
CLAIM NUMBER 11244 IN THE AMOUNT OF \$0 AND DISALLOWING CLAIMS
11241, 11242, 11243, 11244, 11245, 10590, AND 15026
(DENSO INTERNATIONAL AMERICA, INC.,
DENSO MANUFACTURING MICHIGAN, INC., DENSO
SALES CALIFORNIA, TBDN TENNESSEE COMPANY, ASSOCIATED FUEL
PUMP SYSTEMS CORPORATION, DENSO MANUFACTURING ATHENS
TENNESSEE, INC., AND DENSO MANUFACTURING TENNESSEE, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates
including ASEC Manufacturing General Partnership ("ASEC") and Delphi Automotive
Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned
cases (collectively, the "Debtors"), DENSO International America, Inc. ("DIAM"),

DENSO Manufacturing Michigan, Inc. ("DMMI"), DENSO Sales California, Inc. ("DSCA"), TBDN Tennessee Company ("TBDN"), Associated Fuel Pump Systems Corporation ("AFCO"), DENSO Manufacturing Athens Tennessee, Inc. ("DMAT"), and DENSO Manufacturing Tennessee, Inc. ("DMTN", together with DMAT, AFCO, TBDN, DSCA, DMMI and DIAM collectively, "DENSO Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11244 In The Amount of \$0 And Disallowing Proofs Of Claim Numbers 11241, 11242, 11243, 11244, 11245, 10590, and 15026 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS on or about July 26, 2006, certain DENSO Claimants filed proofs of claim numbers 11241, 11242, 11243, 11244, 11245, 10590 and 15026 (the "DENSO Claims") arising from the sale of DENSO products; and

WHEREAS, on October 31, 2006, the Debtors objected to certain of the DENSO Claims pursuant to the Debtors' Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

WHEREAS, on November 22, 2006, Claimant filed a Response to the Third Omnibus Claims Objection (Docket No. 5699) (the "Response"); and

WHEREAS, on January 15, 2008, to resolve the Third Omnibus Claims Objection with respect to the DENSO Claims and other related matters, the Debtors and DENSO Claimants entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, the Debtors are authorized to enter into the Settlement Agreement either because the Denso Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and DENSO Claimants stipulate and agree as follows:

1. Claim 11244 (the "Remaining Claim") shall be allowed in the amount of zero dollars and all of the DENSO Claims other than the Remaining Claim shall be disallowed and expunged in their entirety
2. If the Debtors fail to confirm a plan by July 1, 2008 that provides for treatment of unsecured claims that is substantially similar to the amounts provided in the Debtors' First Amended Joint Plan of Reorganization, the DENSO Claimants may reassert the Remaining Claim in an amount not to exceed \$3,391,804.81
3. The Response is hereby withdrawn.

4. The Settlement Agreement does not impact, alter or affect any other proofs of claim that DENSO Claimant has filed against the Debtors and relates solely to those matters arising out of or related to the DENSO Claims.

[signatures concluded on following page]

Dated: New York, New York
January 28, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
January 28, 2008

DENSO INTERNATIONAL AMERICA, INC.,
DENSO MANUFACTURING MICHIGAN,
INC.,
DENSO SALES CALIFORNIA,
TBDN TENNESSEE COMPANY,
ASSOCIATED FUEL PUMP SYSTEMS
CORPORATION,
DENSO MANUFACTURING ATHENS
TENNESSEE, INC.,
DENSO MANUFACTURING TENNESSEE,
INC.

By their Counsel,
BLANK ROME LLP

/s/ Marc E. Richards

MARC E. RICHARDS
A Member of the Firm
The Chrysler Building

405 Lexington Avenue
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SO ORDERED

This 29th day of January, 2008
in New York, New York

_____/s/Robert D. Drain_____
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE